VERSION WITH MARKINGS TO SHOW CHANGES MADE

In the Specification:

Amend the paragraph at page 3, lines 3-8, as follows:

Another embodiment of this invention is a method of manufacturing a laminate film, comprising extruding a polymer core layer; extruding a resin layer disposed on a surface of said polymer layer; and ~~extruding~~ depositing a metal layer ~~deposited~~ on a surface of said resin layer; the laminate film having metal adhesion of 2 or more; and the laminate film having O_2TR of 100 $cc/m^2/day$ or less at 38°C and 0% relative humidity as measured on a 15 μm laminate film elongated 9% in the machine direction.

In the Claims:

1. (Amended) A laminate film comprising:

a polymer core layer;

a resin layer comprising polypropylene disposed on a surface of said polymer layer; and

a metal layer deposited on a surface of said resin layer;

wherein the laminate film has metal adhesion of 2 or more;

wherein the resin layer comprises an additive that enhances adhesion between the resin layer and the metal layer selected from the group consisting of a crystalline polyethylene wax, a branched ethylene copolymer wax, a hydroxyl-terminated polyethylene wax and a carboxyl-terminated polyethylene wax; and

wherein the laminate film has O_2TR of 100 $cc/m^2/day$ or less at 38°C and 0% relative humidity as measured on a 15 μm laminate film elongated 9% in the machine direction.

6. (Amended) The laminate film of claim ~~5~~ 1, wherein said resin layer has a thickness of about 0.2 to 5.0 μm.

7. (Amended) The laminate film of claim 1, wherein said ~~resin layer comprises a polymer~~ additive is ~~present in~~ about 1 to 15 percent by weight of said resin layer.

8. (Amended) The laminate film of claim 1, wherein said resin layer further comprises about 10 to 10,000 ppm of an antiblock additive.

16. (Amended) The laminate film of claim ~~15~~ 1, wherein said crystalline polyethylene wax has a molecular weight of 400 – 3000, a melting point of 80 - 132°C by ASTM D127, viscosity at 149°C of 2 – 170 centipoise by ASTM D3236 or viscosity at 99°C of 40 – 60 SSU by ASTM D88, needle penetration at 25°C of 15 – 0.0 dmm by ASTM D1321, and density at 25°C of 0.92 – 0.99 by ASTM D1298.

18. (Amended) The laminate film of claim ~~17~~ 1, wherein said ethylene copolymer wax has a molecular weight of 500 – 3000, a melting point of 90 - 120°C by ASTM D127, viscosity at 99°C of ~~55~~ 58 – 120 SSU by ASTM D 88, needle penetration at 25°C of 13.0 – 2.0 dmm by ASTM 1321 and average branches per molecule of 0.5 – 4.0.

20. (Amended) The laminate film of claim ~~19~~ 1, wherein said hydroxyl-terminated polyethylene wax has a molecular weight of 375 – 700, a melting point of 78 – 105°C by ASTM D127, a viscosity at 149°C of 2.0 – 10.0 centipoise by ASTM D3236, needle penetration at 25°C of 10.0 – 1.5 dmm by ASTM 1321, density at 25°C of 0.95 – 0.96 by ASTM D792, and hydroxyl number of 127 – 65 mg KOH/g by ASTM D222.

22. (Amended) The laminate film of claim ~~21~~ 1, wherein said carboxyl-terminated polyethylene wax has a molecular weight of 390 - 715, a melting point of 89 - 110°C by ASTM D127, viscosity at 149°C of 5.0 – 17.0 centipoise by ASTM D3236, needle penetration at 25°C of 9 – 1.5 dmm by ASTM 1321, and acid number of 115 – 63 mg KOH/g by BWM 3.01A.

23. (Amended) The laminate film of claim ~~1~~ 11, wherein said heat-sealable layer or non-heat-sealable, winding layer has a thickness of about 0.5 – 5.0 μm.

24. (Amended) The laminate film of claim ~~1~~ 11, wherein said heat-sealable layer comprises a ternary ethylene-propylene-butene copolymer.

25. (Amended) The laminate film of claim ~~1~~ 11, wherein said non-sealable, winding layer comprises crystalline polypropylene whose surface is roughened so as to produce a ~~matted~~ matte surface.

26. (Amended) The laminate film of claim ~~1~~ 11, wherein said non-sealable, winding layer comprises a block copolymer blend of polypropylene and one or more other polymers whose surface is roughened so as to produce a ~~matted~~ matte surface.

27. (Amended) The laminate film of claim ~~1~~ 11, wherein said non-sealable, winding layer is treated to provide a surface for lamination or coating with adhesives and/or inks.